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Kimberly S. Brizendine  
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E-mail address: KBrizendine@dukemullin.com  
Our File No. 1142.9000

December 29, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: SunLife Billing Group, L.L.C.

200003513482--6  
-01/02/01--01134--018  
\*\*\*\*155.00 \*\*\*\*155.00


Dear Sirs and Madam:

Enclosed please find the original Articles of Organization, Affidavit of Membership and Contributions and a Certificate of Designation of Registered Agent for SunLife Billing Group, LLC, referenced above, along with a \$155.00 check for the cost of filing and for the cost of a certified copy.

Please process this at your earliest opportunity and send a certified copy to me in the self addressed stamped envelope provided.

If you have any questions regarding the above-referenced matter, please do not hesitate to contact me.

Very truly yours,

  
Kimberly S. Brizendine  
Paralegal

Enclosures

FILED  
01 JAN -2 PM 3:50  
TALLAHASSEE, FLORIDA

12

**ARTICLES OF ORGANIZATION**  
**OF**  
**SUNLIFE BILLING GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2000), hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be SunLife Billing Group, LLC ("Company"). The street address and mailing address of the principal place of business of the Company in Florida shall be 300 SE 17th Street, Fort Lauderdale, Florida 33316.

**ARTICLE II**

**DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Secretary of State and the duration of the Company shall thereafter be perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Amy J. Galloway, Esq., 1700 East Las Olas Blvd., Penthouse I, Fort Lauderdale, FL 33301.

## ARTICLE V

### CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

NAME:

Scott Medical Group, LLC

\$1,000.00 cash contribution

## ARTICLE VI

### ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all members.

## ARTICLE VII

### ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the Company as set forth in the regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or to become a member unless all of the other members of the Company other than the transferor member approve of the proposed transfer by unanimous consent.

## ARTICLE VIII

### TERMINATION OF EXISTENCE

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the remaining member(s) may elect to continue the business upon the unanimous consent of the remaining member(s), as further conditioned upon the acquisition of the non-continuing members interest in the event of bankruptcy, expulsion or death, as further set out in the regulations.

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JAN-2 PM 3:50  
CLERK OF COURT  
JAN-2 PM 3:50

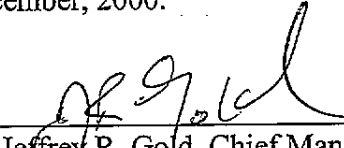
ARTICLE IX

MANAGEMENT BY MEMBERS

The Company shall be managed by its members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The names and addresses of the members of the Company are:

Scott Medical Group, LLC      2828 Croasdaile Drive, Durham, North Carolina 27705

IN WITNESS WHEREOF, the undersigned organizer and Authorized Representative has made and subscribed these Articles of Organization in Fort Lauderdale, Florida, for the foregoing uses and purposes this 22 day of December, 2000.

  
\_\_\_\_\_  
Jeffrey R. Gold, Chief Manager  
SunLife Billing Group, LLC

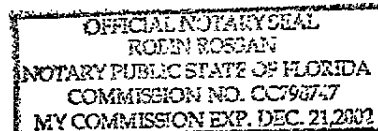
STATE OF FLORIDA      )  
   ) SS:  
COUNTY OF BROWARD      )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was signed, sworn to and acknowledged before me by Jeffrey R. Gold, under oath, freely and voluntarily, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of December, 2000.

  
\_\_\_\_\_  
Notary Public [Signature]

My Commission expires:



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01 JAN -2 PM 3:50  
FALMOUTH, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE  
OF SUNLIFE BILLING GROUP, LLC**

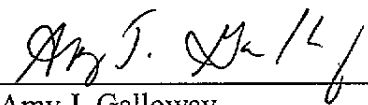
Pursuant to the provisions of Section 608.407, *Fla. Stat.*, the undersigned limited liability company submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the limited liability company is SunLife Billing Group, LLC
2. The name and address of the registered agent and registered office is:

Amy J. Galloway, Esq.  
Duke, Mullin & Galloway, P.A.  
1700 East Las Olas Blvd.  
Penthouse I  
Fort Lauderdale, FL 33301

3. Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

December 27, 2000  
DATED

  
\_\_\_\_\_  
Amy J. Galloway

FILED  
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NOTARIAL PUBLIC